

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24- 12480 (JTD)

(Jointly Administered)

Ref. Docket No. 353

**ORDER APPOINTING FEE EXAMINER AND ESTABLISHING
PROCEDURES FOR CONSIDERATION OF REQUESTED FEE
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the *Certification of Counsel Regarding Order Appointing Fee Examiner and Establishing Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses* (the “Certification of Counsel”);² and this Court having determined that the appointment of a fee examiner (the “Fee Examiner”) is in the best interests of the Debtors’

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² Capitalized terms used but not otherwise defined in this Order have the meaning given to such terms in the Certification of Counsel.

estates; and it further appearing that (a) this Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012, (b) this is a core proceeding under 28 U.S.C. § 157(b)(2), and (c) this Court may enter a final order consistent with Article III of the U.S. Constitution; and the Debtors, the Committee, the Ad Hoc Group of First Lien Lenders, and the Ad Hoc Group of Freedom Lenders having conferred and having also consulted with the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) with respect to the appointment of a fee examiner in these chapter 11 cases (the “Chapter 11 Cases”) and with respect to the establishment of related procedures set forth in this Order; and good and sufficient cause appearing therefor;

IT IS HEREBY FOUND AND DETERMINED THAT:

A. On November 3, 2024 (the “Petition Date”), the Debtors each filed a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), commencing these Chapter 11 Cases. These Chapter 11 Cases are jointly administered.

B. Numerous fee applications are anticipated to be filed given the size and the complexity of these Chapter 11 Cases. As a result, the appointment of a fee examiner to review and report on, as appropriate, all monthly fee applications (collectively, the “Monthly Fee Applications”), interim fee applications (collectively, the “Interim Fee Applications”), and final fee applications (collectively, the “Final Fee Applications,” and, together with the Monthly Fee Applications and the Interim Fee Applications, the “Applications”) submitted by any professional retained or proposed to be retained by the Debtors or the Committee in these Chapter 11 Cases

under section 105, 327, 328, or 1103 of the Bankruptcy Code (collectively, the “Estate Retained Professionals”) is appropriate.

C. The Fee Examiner will assist this Court in its determination of whether the Applications submitted by the Estate Retained Professionals are compliant with the Bankruptcy Code, all applicable Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 353] (the “Interim Compensation Order”), and to provide transparency in the administration of these Chapter 11 Cases.

D. Direct Fee Review LLC (“Direct Fee Review”), the proposed Fee Examiner, is a “disinterested person” as that term is defined in 11 U.S.C. § 101(14). Mr. W. Joseph Dryer’s declaration of disinterestedness is attached hereto as Exhibit 1.

E. The appointment of the Fee Examiner is in the best interests of the Debtors’ estates.

F. Upon the agreement of the Debtors, the Committee and the Ad Hoc Group of First Lien Lenders, and upon consultation with the U.S. Trustee as to the identity of the Fee Examiner and the procedures outlined here:

IT IS HEREBY ORDERED THAT:

1. This Court hereby appoints Direct Fee Review as the Fee Examiner.
2. Unless otherwise ordered by this Court, this Order shall apply to all Estate Retained Professionals; *provided*, the term “Estate Retained Professional” shall not include: (i) any professional asserting claims for reimbursement of professional fees and expenses under section 503(b) of the Bankruptcy Code that are permitted by this Court; (ii) any professional in these

Chapter 11 Cases employed or to be employed pursuant to section 363 of the Bankruptcy Code; (iii) any professional whose compensation and reimbursement is authorized pursuant to any order, on an interim or final basis, approving the Debtors' use of cash collateral or approving postpetition financing facilities, including, for the avoidance of doubt, professionals employed by the Ad Hoc Group of First Lien Lenders; or (iv) any professionals employed by the Debtors in the ordinary course of their business in accordance with the *Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2* [Docket No. 355] (the "OCP Order"), unless such professionals' fees and expenses exceed the monthly cap set forth in the OCP Order.

3. This Order shall remain in effect unless and until this Court orders otherwise.

4. The Fee Examiner shall ensure that the fees and expenses requested by the Estate Retained Professionals are reasonable, actual, and necessary as required by section 330 of the Bankruptcy Code by monitoring, reviewing, and, where appropriate, objecting to Applications filed by Estate Retained Professionals. The Fee Examiner shall conduct its duties in compliance with (i) the Bankruptcy Code (specifically, sections 328, 329, 330, and 331, as applicable, pursuant to each Estate Retained Professional's retention order); (ii) the Bankruptcy Rules, including Bankruptcy Rule 2016; (iii) the Local Rules, including Local Rule 2016-2; (iv) all other applicable rules and guidelines; and (v) the Interim Compensation Order.

5. The procedures set forth in the Interim Compensation Order, which allows Estate Retained Professionals to be paid, on an interim basis, 80% of their requested fees and 100% of their requested expenses upon the filing of a certification of no objection with this Court, shall remain unaffected by this Order and, absent an objection by any of the Notice Parties (as defined

in the Interim Compensation Order), the Estate Retained Professionals shall be entitled to file a certificate of no objection notwithstanding anything herein.

6. The terms and conditions of the Interim Compensation Order shall not be modified by this Order, except that not later than three (3) business days after the filing of an Application, an Estate Retained Professional shall send to the Fee Examiner via electronic mail such Application and any time entries and the expense detail filed therewith in Adobe Acrobat (pdf) format and searchable electronic format (in LEDES, or Excel, as specified by the Fee Examiner), as applicable (the “Fee Detail”); *provided, however*, that an Estate Retained Professional need not send to the Fee Examiner the Fee Detail for any Interim Fee Application or Final Fee Application, if such Estate Retained Professional has previously submitted the relevant Fee Detail to the Fee Examiner. If any Estate Retained Professional cannot reasonably convert its Fee Detail to the electronic formats described above, the Fee Examiner and the Estate Retained Professionals shall cooperate in good faith to agree on an appropriate electronic format.

7. All previously filed Applications and related Fee Detail shall be provided to the Fee Examiner by each applicable Estate Retained Professional within twenty (20) days of entry of this Order. On and after the date hereof, all future Applications, and all other documents, notices, or pleadings required to be sent to or served upon the Notice Parties under the Interim Compensation Order shall also be served upon the Fee Examiner via first class mail at the following address: Don F. Oliver, Direct Fee Review LLC, 24A Trolley Square, #1225, Wilmington, Delaware, 19806, with an electronic copy sent to dfr.dfo@gmail.com and dfr.wjd@gmail.com.³

8. Without limiting any provision of this Order, to the extent that any order approving the retention of any Estate Retained Professionals in whole or in part under section 328 of the

³ The Fee Examiner shall be deemed to have filed a request for notice of papers filed in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, and the Fee Examiner shall be served with all such papers.

Bankruptcy Code authorizes any party, including, without limitation, the U.S. Trustee, to object to the allowance of fees or expenses sought by such Estate Retained Professional on any grounds, including without limitation, based on the reasonableness standard provided in section 330 of the Bankruptcy Code, the Fee Examiner shall also be authorized (and shall have standing) to object on the same grounds as such party by filing and serving Initial Reports and Final Reports (each as defined below) as to such Estate Retained Professionals' Applications.

9. The Fee Examiner shall:

- a. review Applications (including related Fee Detail) filed by each Estate Retained Professional in these Chapter 11 Cases. To the extent practicable, the Fee Examiner shall avoid duplicative review when reviewing (i) Interim Fee Applications comprising Monthly Fee Applications; and (ii) Final Fee Applications comprising Interim Fee Applications that have already been reviewed by the Fee Examiner;
- b. during the course of its review of an Application, consult, as it deems appropriate, with each Estate Retained Professional concerning its respective Application;
- c. during the course of its review of an Application, review, to the extent appropriate, any relevant documents filed in these Chapter 11 Cases to be generally familiar with these Chapter 11 Cases and the dockets;
- d. within thirty (30) days after an Estate Retained Professional files an Interim Fee Application or Final Fee Application, serve an initial report (the "Initial Report") on the Estate Retained Professional designed to quantify and present factual data relevant to whether the requested fees, disbursements, and expenses meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2;
- e. within fifteen (15) days after service of the Initial Report, communicate with each Estate Retained Professional, the objective of which is to resolve matters raised in the Initial Report and endeavor to reach consensual resolution with each Estate Retained Professional with respect to that Estate Retained Professional's requested fees and expenses. The Fee Examiner may also use the resolution process to revise findings contained in the Initial Report. Each Estate Retained Professional may provide the Fee Examiner with supplemental information that the Estate Retained Professional believes is relevant to the Initial Report;

- f. following communications between the Fee Examiner and the Estate Retained Professional, and the Fee Examiner's review of any supplemental information provided by such Estate Retained Professional in response to the Initial Report, conclude the resolution period by filing with this Court a report with respect to each Application (the "Final Report") within twenty-one (21) days after the service of the Initial Report, subject to paragraph 10(ii) below. The Final Report shall be in a format designed to quantify and present factual data relevant to whether the requested fees and expenses of each Estate Retained Professional meet the applicable standards of section 330 of the Bankruptcy Code and Local Rule 2016-2. The Final Report shall also inform the Court of any proposed consensual resolutions of the fee or expense reimbursement request for each Estate Retained Professional and the basis for such proposed consensual resolution; and
- g. serve each Final Report on counsel for the Debtors, the Committee, the U.S. Trustee, and each Estate Retained Professional whose fees and expenses are addressed in the Final Report.

10. An Estate Retained Professional, subject to a Final Report, may (i) file with this Court a response (a "Final Response") to such Final Report no later than twenty (20) days after the Fee Examiner's service of a Final Report and request a ruling with respect to any fees and/or expenses to which an objection was made (the "Incremental Amount") at the next interim fee hearing or the final fee hearing or, in the alternative, (ii) defer filing the Final Response and request a ruling at any subsequent fee hearing, so as to allow continuing discussions with the Fee Examiner. Any Final Response shall be served upon those parties served with the Final Report and the Fee Examiner.

11. The Fee Examiner, the Estate Retained Professionals, and the Debtors shall use best efforts to have the undisputed portion of Applications allowed by this Court and paid as soon as reasonably practicable, even if the Incremental Amount remains disputed and subject to the procedures set forth above.

12. Subject to further order of this Court, an Application shall not be considered by this Court prior to review by the Fee Examiner and the submission to this Court of a Final Report specific to such Application, unless the Fee Examiner has expressly stated that such hearing should

go forward without the Final Report being filed. If applicable, hearings on the Applications shall be scheduled by this Court in consultation with the Debtors' or Committee's proposed counsel, as applicable, after the filing of the applicable Final Reports by the Fee Examiner. The Fee Examiner may conduct discovery in connection with any contested Application.

13. Any of the periods set forth above may be extended with the consent of the Fee Examiner, the applicable Estate Retained Professional, and the Debtors' or Committee's proposed counsel, as applicable. Should an Estate Retained Professional fail to meet one or more deadlines set forth herein for the review of an Application and, in the reasonable discretion of the Fee Examiner, the Estate Retained Professional's failure to meet these deadlines does not allow sufficient time for the review process to be completed, such Application shall be heard at a subsequent hearing date. Nothing herein shall be construed or interpreted to require the filing of Final Reports on all Applications prior to any Application and the Final Report specific thereto being considered by this Court, and the delay or adjournment of consideration of an Application shall not affect the timing of hearings on the Applications of other Estate Retained Professionals.

14. The Fee Examiner is authorized to take, defend, or appear in any appeal regarding an Application and to conduct and respond to discovery, including making himself available for depositions, consistent with Rule 706 of the Federal Rules of Evidence.

15. The Debtors and all Estate Retained Professionals shall cooperate with all reasonable requests made by the Fee Examiner in the discharge of its duties and shall respond as soon as practicable to any such reasonable request for information or meetings with the Fee Examiner.

16. If an Estate Retained Professional or its client provides privileged or work product information to the Fee Examiner and identifies the nature of such information to the Fee Examiner,

the Fee Examiner shall treat such information as confidential. The disclosure of such information to the Fee Examiner shall not be deemed to be a waiver by the disclosing party of any applicable work product, attorney client, or other privilege.

17. The Fee Examiner may retain attorneys and other professionals that it deems necessary to assist it in the discharge of its duties. The Fee Examiner's retention of professionals shall be subject to this Court's approval. The requirements pursuant to Local Rule 9010-1(c) and (d) shall be waived with respect to the Fee Examiner and any attorneys retained by the Fee Examiner, and the Fee Examiner shall not be required to obtain representation by or associate with a member of the Bar of the District Court of Delaware.

18. The Fee Examiner, and any professionals retained by the Fee Examiner, shall be entitled to compensation from the Debtors' estates for their reasonable fees and actual and documented expenses. The fees and expenses of the Fee Examiner shall be subject to application, allocation, and review pursuant to section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-2, the applicable U.S. Trustee guidelines, and the Interim Compensation Order, and shall be paid from the Debtors' estates as an administrative expense under section 503(b)(2) of the Bankruptcy Code. The total fees paid to the Fee Examiner for its services in accordance with this Order shall be charged at the ordinary hourly rate of the Fee Examiner for services of this nature (which rate is \$300 per hour) and shall not include any contingency or success fees. The Fee Examiner's expenses shall be subject to the information detail requirements set forth in Local Rule 2016-2(e).

19. Proposed counsel for the Debtors shall promptly serve a copy of this Order, in accordance with the Local Rules, on (i) the U.S. Trustee, (ii) the Fee Examiner, and (iii) each

Estate Retained Professional, other than professionals whose fees are exempted from the Fee Examiner's review pursuant to paragraph 2 above.

20. This Order does not limit the statutory rights and obligations of interested parties in these Chapter 11 Cases, including, but not limited to, the rights of parties-in-interest to object to Applications. Nothing herein shall (i) affect the exemptions and waivers granted to, and the standard of review applied to the Estate Retained Professionals as established under any orders previously entered by this Court; or (ii) affect any party's right to request a waiver of the requirements of Local Rule 2016-2 or the U.S. Trustee's guidelines, to the extent they apply.

21. The Fee Examiner is hereby appointed an officer of this Court with respect to the performance of its duties as Fee Examiner and shall be provided the maximum immunity permitted by law from civil actions for all acts taken or omitted in the performance of its duties and powers. No person or entity shall seek discovery from the Fee Examiner, subpoena the Fee Examiner as a witness, or commence an action against the Fee Examiner in connection with its duties and powers hereunder except in this Court, and with the prior approval of this Court (or, with respect to discovery, the Fee Examiner's consent), which retains exclusive jurisdiction therefor.

22. Any and all claims or causes of action not instituted against the Fee Examiner prior to the thirtieth (30th) calendar day after entry of an order determining the last Final Fee Application in these Chapter 11 Cases shall be forever barred and discharged, and all persons and entities shall be forever enjoined from prosecuting such claims in any manner thereafter.

23. The Debtors and the Fee Examiner are authorized and empowered to take any and all actions necessary to implement and effectuate the terms of this Order.

24. Notwithstanding any applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

25. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order. Notwithstanding any provisions of this Order to the contrary, this Court shall retain the ultimate authority to determine whether fees and expenses requested are necessary and reasonable under section 330 of the Bankruptcy Code.

EXHIBIT 1

Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**DECLARATION OF W. JOSEPH DRYER IN SUPPORT OF ORDER
APPOINTING DIRECT FEE REVIEW LLC AS FEE EXAMINER**

I, W. Joseph Dryer, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a member of Direct Fee Review LLC (the “Firm”), which maintains offices at 24A Trolley Square #1225, Wilmington, Delaware 19806.

2. I submit this declaration (this “Declaration”) to establish that both the Firm and I are a “disinterested person” as that term is defined in section 101(14) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) in connection with the Firm’s

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

appointment as the independent Fee Examiner in the above-captioned chapter 11 cases of Franchise Group, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”).

3. Except as otherwise indicated, I have personal knowledge of the facts set forth herein.

4. With respect to my and the Firm’s “disinterestedness” under section 101(14) of the Bankruptcy Code, I provide the following information:

- a. Neither the Firm nor I is, or has been, during the pendency of the chapter 11 cases, a creditor, equity security holder or insider of any of the Debtors.
- b. Neither any professional at the Firm nor I is, or has been, a director, officer or employee of any of the Debtors.
- c. Neither the Firm nor I have any interest materially adverse to the interests of these bankruptcy estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with or interest in any of the Debtors, or for any other reason.
- d. Neither any professional at the Firm nor I is a relative of any Bankruptcy Judge of the United States Bankruptcy Court for the District of Delaware, the United States Trustee for Region 3 or any person employed by the Office of the United States Trustee (Region 3) (the “U.S. Trustee”).
- e. Neither the Firm nor I represent or has represented in the past any of the Debtors or any of their affiliates.

5. To the best of my knowledge after reasonable inquiry, neither I nor the Firm has any connection to the Debtors, their creditors, any other potential party in interest set forth on the list provided by the Debtors included as Exhibit A hereto, their respective attorneys and/or accountants, or any person employed by the U.S. Trustee except that as a fee examiner in unrelated chapter 11 cases, the Firm and I have previously audited fee applications of firms listed in Exhibit B hereto. The Firm and I also maintain, or have in the past maintained, incidental consumer accounts with JPMorgan Chase.

6. I do not believe that auditing fee applications of professionals retained in these chapter 11 cases or any of the other disclosed connections with potential parties in interest in matters unrelated to the Debtors' chapter 11 cases presents any conflict of interest.

7. The Firm's current customary hourly rate, subject to change from time to time, is \$300 per hour, plus reimbursement of expenses. In the normal course of business, the Firm revises its regular hourly rates on January 1st of each year and requests that, effective January 1st of each year, the aforementioned rate be revised to the regular hourly rate which will be in effect at that time; *provided, however*, the Firm will provide at least ten (10) days advance notice of the revised regular hourly rate to counsel to the Debtors, the U.S. Trustee, and proposed counsel to the Official Committee of Unsecured Creditors.

8. No agreement or understanding exists between the Firm or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases.

9. As required by section 504 of the Bankruptcy Code, neither the Firm nor I have any agreement with any entity to share with such entity any compensation received by the Firm.

10. The Firm and its partners, auditors and members may have in the past been retained as fee examiner and may in the future be retained as fee examiner by entities that are or may become claimants of the Debtors in matters totally unrelated to the matters with respect to which the Firm is to be engaged in the Debtors' chapter 11 cases.

11. Neither I, the Firm, nor any partner, auditor or member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which the Firm is to be engaged.

12. In the event that additional facts bearing on the matters described herein are discovered, I will supplement the information contained in this Declaration.

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge, information, and belief after reasonable inquiry, the foregoing is true and correct.

Dated: January 15, 2025
Wilmington, Delaware

/s/ W. Joseph Dryer
W. Joseph Dryer

EXHIBIT A

Parties in Interest List

Debtor Entities & Related Subsidiaries

American Freight FFO, LLC
American Freight Franchising, LLC
American Freight Franchisor, LLC
American Freight Group, LLC
American Freight Holdings, LLC
American Freight Management Company, LLC
American Freight Outlet Stores, LLC
American Freight, LLC
B. Riley Receivables II, LLC
Betancourt Sports Nutrition, LLC
Buddy's Franchising and Licensing LLC
Buddy's New Co, LLC
Educate, Inc.
Franchise Group Acquisition TM, LLC
Franchise Group Intermediate AF, LLC
Franchise Group Intermediate B, LLC
Franchise Group Intermediate BHF LLC
Franchise Group Intermediate Holdco, LLC
Franchise Group Intermediate L, LLC
Franchise Group Intermediate PSP, LLC
Franchise Group Intermediate S, LLC
Franchise Group Intermediate SL, LLC
Franchise Group Intermediate V, LLC
Franchise Group New Holdco, LLC
Franchise Group Newco BHF, LLC
Franchise Group Newco PSP, LLC
Franchise Group Newco S, LLC
Franchise Group Newco SL, LLC
Franchise Group Newco V, LLC
Franchise Group, Inc.
Freedom VCM Holdings, LLC
Freedom VCM Interco Holdings, Inc.
Freedom VCM Interco, Inc.
Freedom VCM Receivables, Inc.
Freedom VCM, Inc.
Home & Appliance Outlet LLC
Pet Supplies "Plus", LLC
PSP Distribution, LLC
PSP Franchising, LLC
PSP Group, LLC
PSP Midco, LLC
PSP Service Newco, LLC
PSP Stores, LLC (Ohio)
PSP Subco, LLC

Valor Acquisition, LLC
Vitamin Shoppe Florida, LLC
Vitamin Shoppe Franchising, LLC
Vitamin Shoppe Global, LLC
Vitamin Shoppe Industries LLC
Vitamin Shoppe Mariner, LLC
Vitamin Shoppe Procurement Services, LLC
W.S. Badcock Corporation
WNW Franchising, LLC
WNW Stores, LLC

5% or Greater Equity Holders

B. Riley Private Shares 2023-2 QP, LLC
B. Riley Securities, Inc.
BRF Investments, LLC
Brian Kahn and Lauren Kahn Joint Tenants
by Entirety
Vintage Opportunity Partners, L.P.

Directors and Officers

Aaron Granger
Alissa Ahlman
Andrew Kaminsky
Andrew Laudato
Andrew M. Laurence
Anthony Block-Belmonte
Brian Hoke
Bryant R. Riley
Chris Meyer
Christopher Rowland
Daniel McNamara
Eric Seeton
Jacob Jones
Jeff Van Orden
Jeffrey Seghi
Jemma Lawrance
John Hartmann
Kenneth Miles Tedder
Lee Wright
Michael Bennett
Mike Gray
Muriel Gonzalez
Neal Panza
Norman McLeod
Peter Corsa
Philip Etter

Teresa Orth
Tiffany McMillan-McWaters
Todd Arden
Todd Evans

Administrative and Collateral Agents

Alter Domus (US) LLC
JPMorgan Chase Bank, N.A.

Significant Suppliers and Vendors

A Team Sales LLC
Affordable Furniture Mfg Inc
Alani Nutrition
American Agco (ADMC)
Animal Supply Co Lone Star
Animal Supply Co Wholesome
Ashley Furniture Industries Inc
Brodnax Printing Company I, LLC dba
Brodnax 21c Printers
California Pet Partners LLC
Capstone Nutrition
CRAMCO
Crown Mark Imports Inc
DAS LABS LLC
Elytus Ltd
Enterprise FM Trust
Flexport
Florida State Games Inc.
Garden of Life
Generis Tek Inc
Ghost, LLC.
Gorilla Mind
KFM247 LTD
Kith Furniture
Korber Supply Chain US, Inc.
Lumisource, LLC
Marcone Appliance Parts Company
Mars Petcare
Media Works, Ltd.
Merrick Pet Foods Inc
Meta Platforms, Inc.
MMXXI Investments LLC
Nutrivo, LLC
ODP Business Solutions, LLC (Office
Depot)
One Stop Facilities Maintenance Corp

Optimum Nutrition
Origin
Peak Living
Phillips Lansing Facility
Planitretail LLC
Prime Hydration LLC
Pro-Form Laboratories
Quest Nutrition, LLC
Raw Sport Supplement Company
REDCON 1
Royal Canin
Ryse Up Sports Nutrition LLC
Seaboard International Forest Products LLC
Sealy Mattress Company
Seminole Furniture
Steve Silver Company
Uber Freight US LLC
Velosio LLC
Vitality Works, Inc.
WEX Bank

Top Unsecured Creditors (as of 10.10.24)

Albany Industries Inc
Alpha Inc
Aquatic & Reptile - Central Garden & Pet
Arizona Nutritional Supplement
Assurant Inc.
Champion Petfoods USA
Climatic Home Products
Coyote Logistics
Delta Furniture
Earth Animal Ventures
Ehplabs LLC
Elanco US Inc
Elements International Group LLC
EMA Electrolux/Frigidaire
Force Factor Brands LLC
GE Appliances
GE General Electric-Haier US Appliance
Google
Hartz Mountain - VMX
Hill's Pet Nutrition
Kong Company
Living Style (Singapore) Pte. Limited
Lowes Companies Inc
M I Industries Inc

Madix Inc
 Midwestern Pet Foods
 Muebles Briss S.A. De C.V.(Marby)
 Natural Balance Pet Foods Inc
 Nestle Purina Petcare Company
 Open Farm Inc
 Order Groove Inc
 O'Rourke Bros., Inc.
 O'Rourke Sales Company
 Peak Living, Inc.
 Phillips Feed and Pet Supply
 Premier Nutrition Company, LLC
 Radio Systems Corporation
 Sealy Mattress Manufacturing Company
 Simmons Pet Food Inc
 Solstice Sleep Company
 Spectrum Brands Pet LLC
 Standard Furniture MFG Co Inc
 Stella and Chewys LLC
 Surest/UnitedHealthcare Inc.
 Titanic Furniture
 Transform Holdco LLC (3PL)
 UPS (Ocean Freight)
 Vitamin Well USA LLC
 Wellness Pet LLC
 Weruva International Inc
 Whirlpool
 Zinatex Imports, Inc

Landlords & Lessors

103rd Street 6024, LLC
 1210 Morena West LLC
 1230 Zion, LLC
 1700 Eubank, LLC
 1997 GRP Limited Partnership
 2151 Highland Partners, LLC
 2885 Gender Road, LLC
 30X30 34th Street Lubbock Partners, LLC
 3200 Hwy 13, LLC
 4100 Tomlynn Street-Rebkee, LLC and
 Tomlynn Street-Fountainhead, LLC
 4116 OBT Investments, LLC
 425 Broadway RE Holdings LLC & 431
 Broadway RE Holdings LLC
 4801 Washtenaw LLC

5737-5848 North Elizabeth Street Holdings,
 LLC
 6001 Powerline, LLC
 65 Holmes Investment Partners LLC
 6588 LLC
 7000 S May Ave, LLC
 801 South Ft. Hood, LLC
 900-71, LLC
 A. Roland Kimbrell Trust
 Acorn Ridge Properties LLC, JDM Capital,
 LLC, MO Partners LLC, Confluence
 Investment LLC
 Afreight Holdings, LLC
 AJDC 2, LLC
 Albany Plaza Shopping Center LLC
 Alisan LLC and Roseff LLC
 All American Association, LLC and Yvonne
 Keff
 Allentex, LP
 Amerco Real Estate Company
 AMG Properties Inc.
 Amplify Credit Union
 Anderson Plaza, LLC
 Arch Village Management Realty LLC
 Ares Holdings, L.L.C.
 Arizona Mills Mall, LLC
 AR-Park Shopping Center, LLC and JSP-
 Park Shopping Center, LLC
 Atlanta Industrial TT, LLC
 B.J. McCord d/b/a McCord Business Center
 B33 Broadview Village LLC
 Baldwin Gardens, Inc.
 Bane Holdings of Tallahassee, LLC
 Banner Partners, LLC
 Bardstown S.C., LLC
 BC Airport, LLC
 Bell-51st, LLC
 Belt 98, Inc.
 Berryessa Plaza LLC
 BG Plaza, LLC
 Boatlanding Development Co., Inc.
 Bostick Development, L.C.
 BRC Hendersonville, LLC
 BRE Mariner Venice Shopping Center LLC
 BRE Retail NP Festival Centre Owner LLC
 Brierwood Village LLC

Brighton Landmark, LLC
 Brixmor Holdings 8 SPE, LLC
 Brixmor SPE 5 LLC
 Brixton Rogue, LLC
 Brookhill V Acquisition, LLC
 Brooksville Commercial Properties, LLC
 and Oak Tree Lane, LLC
 Brown Deer Mall, LLC
 Bruce Howe Trust
 BSW/DMW Properties LLC
 Cafaro Leasing Company, LTD.
 Candler RD Plaza GA LLC
 Cedar Golden Triangle, LLC
 Centerpoint 550, LLC
 Centerview Plaza, LLC
 Central Mall Port Arthur Realty Holding,
 LLC
 Certified Capital, LP, Horowitz Holdings,
 LLC, Asset Acquisitions, LLC, and 3610
 Partners, GP
 CETA Group Limited Partnership
 Chapel Hills Realty LLC, Chapel Hills CH
 LLC, and Chapel Hills Nassim LLC
 Charleigh Davis and TCCB Properties
 Chicago Title & Trust Company, As Trustee
 Under Trust Agreement Dated 10/10/1984
 and Known as Trust No. 1086065
 Chillicothe Shopping Center, LP
 Chris McCarty Company, LLC
 Cielo Paso Las Tiendas, L.P.
 Circle City Property Group Inc.
 Citimark Charleston, LLC
 CJM Limited Liability Limited Partnership
 Clear Creek Brothers - CV, LLC
 Clear Lake Center, L.P.
 Clendenin Partners
 CLPF-Essex Green, LLC
 Cobblestone Square Company, Ltd.
 ColFin 2015-2 Industrial Owner, LLC
 Colony Mills Enterprises, LLC
 Combined Properties Limited Partnership
 Commercial Properties Associates, LLP
 Concord Retail Investment Group, LLC
 Core MR Westview, LLC
 Costco-Innovel Owner LLC
 Costco-Innovel Properties LLC

Creekstone/Juban I, LLC
 Crossing Point LLC
 Crossroads Centre II, LLC
 Crossroads Plaza, LLC
 Crossroads Sunset Holdings, LLC
 Cuyahoga Investments, LLC
 CWP/Arlington LLC
 D3 New Albany, LLC
 Daniel G. Kamin Wadsworth Enterprises
 Daniel P. Hagaman
 Danville Riverside Partners, LLC
 Daytona Commons, LLC
 DCT Presidents Drive LLC
 DDR Carolina Pavilion LP
 Dennis R. Phillips Revocable Trust
 Derby Improvements, LLC
 DES 2015, LLC and CJCM, LLC-Series
 CV505
 Dixie Manor, LLC
 Donna M. Rainwater & Larry J. Rainwater
 Donna Rainwater Reece, Larry J. Rainwater,
 R. Bryan Whitmire and Karla J. Whitmire
 Douglas C. Foyt and Trailers for Sale or
 Rent, Inc.
 Dyn Sycamore Investments, L.L.C.
 E & L Investments LLC
 E.W. Thompson, Inc.
 Eagle Water, LLC
 Eagle-North Hills Shopping Centre LP
 Eastlake Edison LLC and Eastlake Milford
 LLC
 Economy Square, Inc.
 Ellis Chai LLC
 Esue LLC
 Ethan Conrad Properties, Inc.
 Excel Realty Partners, L.P.
 Exchange Right Value-Add Portfolio 2
 Master Lessee, LLC
 F.M.K., LLC
 Fairview Heights Realty, LLC and Fairview
 Nassim LLC
 Fall River Shopping Center North, LLC
 Faye Gross
 Fiddler's Run, LLC
 Fivel Family, LLC
 Fox Jr. Development Inc.

Franklin Mills Associates Limited Partnership
 Franklin Towne Plaza LLC
 Frayer Enterprises, LLC
 Fredric Singer
 Front Street Kansas City, LLC
 FSC West Covina, LLC
 FSH Galleria Plaza, LLC
 G&I X Industrial IN LLC
 Gamble Brothers, LLC
 Gary Mehan, DBA G.M. Properties
 Gateway Retail Partner III, LLC
 Gateway South, LLC #1
 GBUZZ, LLC
 GCP Boom, LLC
 Giuffre IV, LLC
 GKI Industrial Dallas, LLC
 Glendale Galleria Center, LLC
 GLL BVK Properties, L.P.
 Gosula Holdings Ltd.
 Gravois Bluffs East 8-A, LLC
 Greater Orlando Aviation Authority
 Greenfield Plaza LLC
 Greenlight Development, LLC
 GRH Goodyear LLC, Gaston Holdings LLC, and MRH Venture Capital LLC
 Gridley Square Property, LLC
 GS Centennial LLC
 Gulson Retail LLC
 Halltown Farms, LLC
 Hankins Real Estate Partnership
 Hart & Hart Corp.
 Henry Fine Trust
 Hidden Hill Road Associates, LLC
 High Cotton Palisades, LLC, High Cotton Shoals, LLC and Pharo Palisades I, LLC
 Himaloy Taylor LLC
 HM Peachtree Corners I LLC
 Hogan Holdings 56, LLC
 HV Center LLC, HV Center TIC 1 LLC, and HV Center TIC 2 LLC
 IH 35 Loop 340 Investors, LTD.
 IH-10 Hayden, Ltd.
 Indian Trail Square, LLC
 Inland Commercial Real Estate Services LLC

Innovation Realty IN, LLC
 Integra CRE, LLC
 IRC Park Center Plaza, L.L.C.
 Ireland Corner, LLC
 Isador Schreiber & Associates, LLC
 J & F Gainesville Properties, LLC
 J&L Development Company, LLC
 Jackson Street Group, LLC
 Jeffnan U.S.A. Inc.
 JHG Properties, LLC
 JMK5 Winchester, LLC
 JMW Hebron, LLC
 Joe Amato East End Centre, LP
 JRF Texas Properties, LLC
 JSM Land Group, LLC
 Kelley Commercial Realty, LLC and Stephanie D. Kelley
 Keyser Oak Investors, LLC
 KGI Military LLC
 Kin Properties Inc.
 Kings Mountain Investments
 Kingsport Green AC Managing Company, LLC
 Kinsman Investors
 Kitty Wells, Inc.
 KMD, LLC
 KRG Houston Royal Oaks Village II, LLC
 KRG Plaza Green, LLC
 L.W. Miller Holding Company
 Laurie Industries, Inc., Kinpark Associates and Fundamentals Company
 Lawrence F. Kolb & Catherine M. Kolb, Trustees of The Lawrence F. Kolb and Catherine M. Kolb JLRT U/A/D April 12, 2018 and 2233 & 2235 MO Blvd, LLC
 LBD Properties, LLC
 LCRF, LLC
 LDC Silvertree, LLC
 Leland J3, LLC
 Leveraged Holdings, L.L.C.
 Lexington 2770, LLC
 Lichtefeld Development Trust
 Lidl US Operations, LLC
 Lincoln Associates
 LIT-ENVP Limited Partnership
 LoLo Enterprises, LLC

Lovell 2.5, LLC
 LU Candler Station Holdings, LLC
 Lynch Butler
 M3 Ventures, LLC
 Macon Center, LLC
 Malco T.I.C.
 Mall at Potomac Mills, LLC
 Marathon Management, LLC
 Marc NaperW LLC and NaperW, LLC
 MarketFair North, LLC
 McRae Mortgage & Investments, LLC
 Meditrina Properties, LLC
 Melvin C. McClung, Trustee of the Tommie
 Louise McClung Family Trust
 Menard, Inc.
 Merchant 33 LLC
 Merchant's Investors, LLC
 Meredith, Inc.
 Midwest Commercial Funding, LLC
 Missouri Boulevard Investment Company,
 LLC
 Mobile Highway 4500, LLC
 Mojack Holdings, LLC
 Mongia Capital Michigan, LLC
 Moon Village, LLC
 Morningside Plaza, L.P.
 MR Stealth LLC
 Muenchens Unlimited, LLC
 NDF III MJ Crossing, LLC
 New Bern Development LLC
 New Plaza Management, LLC
 Newport Crossing Investors, LLC
 Niagara Falls 778, LLC
 North County Columbia Realty, LLC
 Northern McFadden Limited Partnership
 Northside Village Conyers, LLC
 Northtowne Center Investors, LLC
 Oak Forest Group, LTD
 Okee Realty Associates, LLC
 Old Orchard, LLC
 One Home Realty, Inc.
 One Land Company, LLC
 One Oak Investments, LLC
 Osborne Properties Limited Partnership
 Oxford Street Huntsville
 P & S Axelrod, L.L.C.

P&H Investments, LLC
 Pacifica Muskegon, LLC
 Parker-Anderson, LLC
 Parkway Mall, LLC
 PCRIF Spring Park Holdings, LLC
 Pensacola Corners LLC
 PFIILP - Parr Boulevard, LLC
 Pilchers Summit Limited Partnership
 Pinellas Park Square, LLC
 Piqua Investment Partners, LLC
 PK II El Camino North L.P.
 Plaza North Shopping Center, LLC
 Polk County Partners, LLC
 Port St. Lucie Plaza I, II, III, LLC
 Prattville Partners, Limited Partnership
 Prologis Targeted U.S. Logistics Fund, L.P.
 Pullman Square Associates
 Rainbow Investment Co.
 Randall M. Schulz
 Ravi Randal Investment Group, LLC
 RE Pecan, LLC
 Realty Income Corporation
 Regions Bank as Trustee of the Thomas H.
 Willings Jr. Family Trust
 Repwest Insurance Company
 Richard Briggs and John Nathan Briggs, as
 Trustees of the Stephanie R. Briggs
 Irrevocable Trust dated October 15, 2009;
 and Stephanie R. Briggs and John Nathan
 Briggs, as Trustees of the Richard M. Briggs
 Irrevocable Trust dated October 15, 2009
 Ridgewater Commerce LLC
 Rini Realty Company
 River Oaks Properties, Ltd.
 Riverdale Center North, LLC
 Riverplace Shopping Center, LLC
 Rock N Roll Development, LLC
 Rockhill Center, LLC
 Rodi Road 501, LLC
 Rogers Commercial Properties, LLC
 Rose & Rose, LLC
 RPI Ridgmar Town Square, Ltd.
 RRG LLC
 Sabatine BK Development, LLC
 Saia Family Limited Partnership
 Sarabara Corp.

Sav 15000 Abercorn, LLC
 Sears Authorized Hometown Stores, LLC
 SEK 7753, LLC
 Shrewsbury Village Limited Partnership
 Sissel Juliano
 SJN Realty Holdings, LLC
 Slidell Athletic Club Property, L.L.C.
 Somera Road - Athens Georgia II, LLC
 South Tulsa Storage, LLC
 Southern Hills Center, Ltd.
 Southgate Properties, LLC
 Southtown Plaza Realty LLC and
 Southtown Nassim LLC
 Southview Dothan Investors, LLC
 Space For Lease of Tennessee
 State Road 4201, LLC
 Stature High Ridge, LLC
 Sterling Equities II, LLC
 Stewart & Hamilton Properties, LLC
 Stone Mountain Square Shopping
 Center, LLC
 SVR Investments, LLC
 SW 17th Street 1010, LLC
 Sylvan Park Apartments, LLC
 T.B.R. Property Group, LLC
 T18 Investments, LLC
 Tanglewood Venture, LLC
 TB Garrett Creek, LLC
 TBF Group Battle Creek, LLC
 TCP Enterprise Parkway, LLC
 Tejas Center, LTD.
 Tenalok, LLC
 Texas Main Street, LLC
 The Collins Investment Trust
 TKC CCXXXIX, LLC
 TKG Colerain Towne Center, LLC
 TKG Cranston Development, L.L.C.
 TKG Fairhaven Commons, LLC
 TLP 4782 Muhlhauser LLC
 Tops Holding, LLC
 Town Real Estate Enterprises, LLC
 Tucson Speedway Square, LLC
 Tumon Bay Resort & Spa, LLC
 Turfway Baseline, LLC
 Two by Two Properties, LLC
 Tyner Heirs Separate Property, LLC

University Realty Associates, LLC
 US Investments
 Victory River Square, LLC
 Vishal Kalmia Plaza, LLC
 W.H. Warehouse, L.L.C.
 Wal-Austin, LLC
 Warner Robins Perlmix, LLC
 Watson Village Retail, LLC
 Waverly Plaza Shopping Center, Inc.
 West County Investors, LLC
 Weston SCIP 2 LLC
 Westphal Leasing, LLC
 Westside Village Shopping Center of Rome,
 Inc.
 WFD Investments, L.L.C.
 White Lane, LLC
 Whitehall Crossing D, LLC
 William Shane Courtney
 Woodcrest Akers, LLC
 Woodforest Mini-City Partners, LP and
 JLCM Partners, LP, TIC
 Wylds 1708, LLC
 YEK #9, LLC
 York Realty Investment, LLC

**Significant Counterparties to Material
 Agreements**

Capturis
 Engie Resources LLC

Significant Litigation Matters

Charles Knight
 Health Advocate
 Gale et al [Class Action]
 Joseph F Gazzo III
 Matthew Giffuni
 Quadre Investment Advisors LLC
 Buddy's Mac Holdings, LLC

Professionals

AlixPartners LLP
 Davis Polk & Wardwell LLP
 Deloitte & Touche LLP
 Ducera Partners LLC
 Ernst & Young
 Evercore LP

Foley & Lardner LLP
Gordon Rees Scully Mansukhani, LLP
Gordon Brothers Asset Advisors, LLC
Grant Thornton LLP
Guggenheim Securities, LLC
Hilco Merchant Resources, LLC
Hilco Real Estate, LLC
Holland & Knight, LLP
Kroll Restructuring Administration LLC
Landis Rath & Cobb LLP
Latham & Watkins LLP
Lazard Group LLC
M3 Advisory Partners, LP
Morris, Nichols, Arsht & Tunnell LLP
Paul Hastings LLP
Paul, Weiss, Rifkind, Wharton & Garrison
LLP
Petrillo Klein & Boxer LLP
Porter Wright Morris & Arthur LLP
Ryan, LLC
Sheppard Mullin Richter & Hampton LLP
Troutman Pepper Hamilton Sanders LLP
White & Case LLP
Willkie Farr & Gallagher LLP
Young Conaway Stargatt & Taylor, LLP

Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Fang Bu
Hannah M. McCollum
Holly Dice
James R. O'Malley
Jane Leamy
Jonathan Lipshie
Jonathan Nyaku
Joseph Cudia
Joseph McMahon
Lauren Attix
Linda Casey
Linda Richenderfer
Malcolm M. Bates
Michael Girello
Nyanquoi Jones
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch
Timothy J. Fox, Jr.

Other Parties

BCDC Portfolio Owners LLC
BCHQ Owner LLC
National Retail Properties, LP

DE - Judges

Chan, Ashely M.
Dorsey, John T.
Goldblatt, Craig T.
Horan, Thomas M.
Owens, Karen B.
Shannon, Brendan L.
Silverstein, Laurie Selber
Stickles, J. Kate
Walrath, Mary F.

DE – Office of the United States Trustee

Andrew R. Vara
Benjamin Hackman
Christine Green

EXHIBIT B

Direct Fee Review LLC

Direct Fee Review LLC has reviewed or is currently reviewing fee applications submitted by the professional firms and in the matters listed below, which are wholly unrelated to the Debtors' chapter 11 cases:

Cases

AbitibiBowater, Inc.	Mallinckrodt PLC
Adoc Holdings, Inc.	Mission Coal
AES Eastern Energy LP	Molycorp, Inc.
Allied Systems, Inc.	OTC Holding Corp.
Bolta US LTD	Raser Technologies, Inc.
Borden Dairy Company	RathGibson, Inc.
Building Materials Holding Corp	Remington Outdoor Company, Inc.
Capmark Financial Group Inc.	RMH Franchise Holdings, Inc.
CCS Medical, Inc.	RS Legacy Corp.
Chicago Newspaper Liquidation Corp.	School Specialty, Inc.
Colt Holding Company LLC	SFX Entertainment, Inc.
DGI Resolution Inc.	Southern Air Holdings, Inc.
Direct Buy Holdings Inc.	SP Newsprint Holdings LLC
First Energy Solutions Corp.	Specialty Products Holding Corp.
Fresh & Easy Neighborhood Market Inc.	Takata Holdings
Furniture Brands International, Inc.	The Hertz Corp.
GNC Holdings Inc.	Vertis Holdings, Inc.
Hospital Acquisition LLC	Walter Energy, Inc.
LBI Media	WP Steel Venture LLC
Lucky Brand Dungarees, LLC	Zohar III Corp.
Maxus Energy Corp.	

Firms

A&G Realty	Ashby & Geddes PA
Adams and Reese LLP	Assessment Technologies Ltd
Akin Gump Strauss Hauer & Feld LLP	B. Riley Advisory Services
Alix Partners, LLP	Baker Donelson Bearman Caldwell & Berkowitz
Alvarez & Marsal North America, LLC	Ballard Spahr LLP
Alvarez & Marsal Securities	Barclays Capital Inc
Analysis Group, Inc.	Barnes & Thornburg LLP
Analysis Research and Planning Corp	Bates White LLC
AP Services LLC	Bayard PA
Arent Fox LLP	BDO Consulting
Arnold & Porter Kaye Scholer LLP	BDO USA LLP
Arthur Cox LLP	

Beekman Advisors Inc.
Benesch Friedlander Coplan & Aronoff
LLP
Bennett Jones LLP
Berkeley Research Group LLC
Bifferato LLC
Black McCuskey Souers & Arbaugh, LPA
Blackstone Advisory Partners LP
Blank Rome LLP
Bradley Arant Boult Cummings LLP
Broadpoint Capital, Inc.
Brouse McDowell LPA
Brown Rudnick LLP
Bryan Cave LLP
Buchanan Ingersoll & Rooney PC
Burr & Forman, LLP
Cadwalader, Wickersham & Taft LLP
Caplin & Drysdale Chartered and Seitz
Van Ogtrop & Green PA
Cahill Gordon & Reindel LLP
Calfee Halter & Griswold LLP
Carl Marks Advisory Group LLC
Cassels Brock & Blackwell LLP
Charter Oak Financial Consultants LLC
Christian & Small LLP
Chuo Sogo Law Office PC
Cole Schotz PC
Colley LLP
Complete Discovery Source, Inc.
Conway MacKenzie, Inc.
Cooley LLP
Cousins Chipman & Brown LLP
Cornerstone Research Inc.
Covington & Burling LLP
Cross & Simon LLC
Cushman & Wakefield Inc.
Davies Ward Phillips & Vineberg LLP
Debevoise & Plimpton LLP
Dechert LLP
Deloitte & Touche LLP
Deloitte Consulting LLP
Deloitte Financial Advisory Services LLP
Deloitte LLP FAS
Deloitte Tax LLP

Dewey & LeBoeuf LLP
DLA Piper
Donlin & Recano & Company, Inc.
Donnelly Penman & Partners
Drinker Biddle & Reath LLP
Ducera Partners, LLC
Duff & Phelps
Dundon Advisors LLC
Edmond R. Denaberg
Emerald Capital Advisors Corp.
Epiq Corporate Restructuring LLC
Ernst & Young LLP
Evercore Group
Evert Weathersby Houff
Executive Sounding Board Associates
Foley & Lardner LLP
Forman Perry Watkins Krutz & Tardy
LLP
Fox Rothschild LLP
Frankel Wyron LLP
Freed Maxick CPAs PC
FTI Consulting Inc
Gibson Dunn & Crutcher LLP
Gilbert LLP
Gnarus Advisors LLC
Godfrey & Kahn SC
Goldman Sachs & Co LLC
Gordon Brothers Group LLC
Grant Thornton LLP
Greenberg Traurig, LLP
Growling Lafleur Henderson LLP
Guggenheim Securities LLC
Hahn & Hessen LLP
Hahn Loeser & Parks LLP
Hilco Real Estate,
Hogan Lovells US LLP
Holland & Knight LLP
Houlihan Lokey
Houlihan Lokey Capital Inc
Hunton & Williams LLP
Huron Consulting LLC
ICF Resources, LLC
Jefferies & Co, Inc.

Jefferson & Company Inc.
 Jefferson Wells Inc. Inc.
 Jenner & Block LLP
 Johnson Associates Inc
 Jones Day
 Jones Lang Lasalle Brokerage Inc
 JR Myriad LLC
 Kasowitz Benson Torres & Friedman LLP
 Katten Muchin Rosenman LLP
 Kaye Scholer LLP
 Keightly & Ashner LLP
 Kelly Drye & Warren LLP
 Kilpatrick Townsend & Stockton LLP
 Kirkland & Ellis LLP
 Klehr Harrison Harvey Branzburg LLP
 KPMG Canada
 KPMG LLP
 Kramer Levin Naftalis & Frankel LLP
 Kurtzman Carson Consultants LLC
 Latham & Watkins LLP
 Landis Rath & Cobb LLP
 Lax O'Sullivan Lisus Gottlieb LLP
 Lazard Freres & Co LLC
 Legal Analysis Systems Inc.
 Locke Lord LLP
 Loughlin Meghji & Co
 Lowenstein Sandler LLP
 Loyens & Loeff NV
 Mackinac Partners LLC
 Maples and Calder (Ireland) LLP
 Maples Law Firm PC
 Mason Hayes & Curan LLP
 Maynard Cooper & Gale PC
 McCarthy Tetrault LLP
 McDonald Hopkins LLC
 McKool Smith PC
 Mercer (Canada) Limited
 Mesirow Financial Consulting LLC
 Meunier Carlin & Curfman LLC
 M-III Advisory Partners, LP
 Milbank Tweed Hadley & McLoy LLP
 Miller Buckfire & Co LLC
 Mintz, Levin, Cohn, Faris Glosky and
 Popeo PC

Moelis & Company LLC
 Montgomery McCracken Walker &
 Rhoads LLP
 Morgan Lewis & Bockius LLP
 Morris James LLP
 Morris Nichols Arsht & Tunnell LLP
 Morrison & Foerster LLP
 MPA Inc
 NERA Economic Consulting
 Ogletree Deakins Nash Smoak & Stewart
 PC
 O'Melveny & Myers LLP
 Omni Management Group
 Otterbourg Steindler Houston & Rosen
 PC
 Pachulski Stang Ziehl & Jones LLP
 Parella Weinberg Partners LP
 Paul Hastings Janofsky & Walker LLP
 Paul Hastings LLP
 Paul Weiss Rifkind Wharton & Garrison
 LLP
 Pepper Hamilton LLP
 Perella Weinberg Partners LP
 Perkins Coie LLP
 Pillsbury Winthrop Shaw Pittman LLC
 PJ Solomon Company
 PJT Partners LP
 PricewaterhouseCoopers LLP
 PricewaterhouseCoopers LLP, Canada
 Prime Clerk LLC
 Protiviti Inc.
 Province Inc
 Quinn Emanuel Urquhart & Sullivan, LLP
 Raymond James & Associates, Inc.
 Reed Smith LLP
 Retail Consulting Services, Inc.
 Richards Layton & Finger PA
 Riveron Consulting
 Robert B MacLellan
 Robinson & Cole LLP
 Roger Frankel
 Ropes & Gray LLP
 Rosen Harwood, PA
 Rosner Law Group LLP

Rothschild Inc.
RSM US LLP
Rust Consulting
Sakura Kyodo
Saul Ewing LLP
Schulte Roth & Zabel LLP
Seaport Group Securities LLC
Seelig + Cussigh HCO LLC
Segal Company
Shearman & Sterling LLP
Sheppard Mullin
Seitz Van Ogtrop & Green PA
Sichenzi Ross Friedman Ference LLP
Sidley Austin LLP
Sirote & Permutt, PC
Sitrick and Company, Inc.
Spangenberg Shibley & Liber LLP
Squire Patton Boggs (US) LLP
Stevens & Lee PC
Stikeman Elliott LLP
Strook Strook & Lavan LLP
Sullivan Hazeltime LLC
Taylor English Duma LLP
The Boston Consulting Group, Inc.
Togut Segal & Segal

Tom Weiskotten and GR Robbins &
Associates, PA
Torys LLP
Troutman Sanders LLP
UBS Securities LLC
Van Benthem & Keulen NV
Van Wobeser Y Sierra, SC
Venable LLP
Waller Lansden Dortch & Davis, LLP
Wachtell Lipton Rosen & Katz
Weil Gotshal & Manges LLP
Weinsweig Advisors LLC
Whireford Taylor & Preston LLC
White & Case LLP
Whiteford, Taylor & Preston LLC
Whittlesey & Hadley PC
Willkie Farr & Gallagher LLP
Wilmer Cutler Pickering Hale & Dorr
LLP
William Fry
Witmer Karp Warner & Ryan LLP
Womble Carlyle Sandridge & Rice
Young Conaway Stargatt & Taylor LLP
Zolfo Cooper LLC
Zolfo Cooper Management LLC